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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

Expires: May 31, 200. Estimated average burden hours per response... 1 SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [x]ULOE Type of Filing: [x] New Filing [] Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer [] (check if this is an amendment and name has changed, and indicate change.) Interactive Brokers Group LLC Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 1 Pickwick Plaza, Greenwich, Connecticut 06830 (203) 618-5800 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Technology based market making in securities and the provision of clearance and settlement services for institutions and individuals. Type of Business Organization [x] other (please specify): [] corporation [] limited partnership, already formed Limited Liability Company, already formed [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [x] Actual [] Estimated Interactive Brokers Group LLC 1994 12

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

Interactive Brokers Group LLC: CT

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: [] | Promoter [x] Beneficia | ol Owner [x] Executive Officer | [] Director | [] General and/or Managing Partner |
|---|------------------------|-----------------------------------|-----------------|---|
| Full Name (Last name first, if inc Peterffy, Thomas Chair | ŕ | e Officer of Interactive Br | okers Group LLC | |
| Business or Residence Address (1 Pickwick Plaza, Greenwich, (| · · · · · | tate, Zip Code) | | |
| Check Box(es) that Apply: [] | Promoter [] Beneficia | d Owner [x] Executive Officer | [] Director | [] General and/or Managing Partner |
| Full Name (Last name first, if inc Jacobowitz, Bradford L. | • | unsel, Interactive Brokers | Group LLC | |
| Business or Residence Address (1 Pickwick Plaza, Greenwich, | • | state, Zip Code) | | |
| Check Box(es) that Apply: [] | Promoter [] Beneficia | al Owner [x] Executive Officer | [] Director | [] General and/or Managing Partner |
| Full Name (Last name first, if inc | lividual) | | | |
| Brody, Paul J. | Treasurer, Interactive | Brokers Group LLC | | |
| Business or Residence Address (1 Pickwick Plaza, Greenwich, | | tate, Zip Code) | | |

| | | | | | B. INF | DRMAT | ION ABO | OUT OF | FERING | | <i>-</i> | | |
|--|-----------------------------|-------------------------------------|---------------------------------------|-------------------------------------|--|--------------------------------------|--|--|---------------------------------------|--|--------------------------------------|----------|---------------------------------------|
| 1. Has the is | sucr s | sold, or o | loes the i | ssuer int | end to sel | l, to non- | accredited | l investor | s in this o | ffering? | | Yes [| No [x] |
| Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | | | | | |
| 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | \$ 1 | 0.000 | | |
| 3. Does the offering permit joint ownership of a single unit? | | | | | | | | | | Yes [x | | | |
| 4. Enter the any commis offering. If and/or with associated p | sion c a pers a stati | or simila on to be e or state | r remune listed is es, list the | ration for an associ t name o | r solicitati iated pers f the brok | on of pur on or ago er or deal | cbasers in nt of a bro ler. If mor | oconnecti oker or de te than fiv | on with s aler regis e (5) pers | ales of sec tered with ons to be | curities in the SEC listed are | the | |
| Full Name (| Last r | name firs | t, if indi | vidual) | | | | | | | | | · · · · · · · · · · · · · · · · · · · |
| Interactive | Brok | ers LL(| | | | | | | | | | | |
| Business or | Resid | lence Ad | dress (N | umber ar | nd Street, | City, Stat | te, Zip Co | de) | | | | | |
| 1 Pickwick | Plaza | ı, Green | wich, Co | onnectic | ut 06830 | | | | | | | | |
| Name of As | sociat | ted Brok | er or Dea | aler | | <u> </u> | | | | | | | |
| Same as ab | ove. | | | | | | | | | | | | |
| States in W | nich F | erson Li | sted Has | Solicited | d or Inten | ds to Soli | cit Purcha | isers | | | | | |
| (Check "All | State | s" or che | eck indiv | idual Sta | tes) | | | | | []. | All States | | |
| [AL] [A | AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [an] | |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [M(| | | | | | | | | [MO] | | | | |
| [MT] [i | VE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | |
| [RI] [5 | 6C] | [SD] | [TN] | [X X] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
|---|---------------------------------------|--|
| Type of Security Debt | Aggregate Offering Price \$29,497,000 | Amount Already Sold \$29,497,000 |
| Equity | | \$0 |
| []Common []Preferred | | |
| Convertible Securities (including warrants) | so | \$ <u>0</u> |
| Partnership Interests | | \$ 0 |
| Other (Specify: cancellation fees). | \$ 0 | |
| Total | \$ 29,497,000 | |
| Answer also in Appendix, Column 3, if filing under ULOE. | 4 <u></u> | <u> </u> |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer | | |
| Accredited Investors | Number Investors 228 0 | Aggregate Dollar Amount of Purchases \$0 |
| Accredited Investors | 228 | Dollar Amount of Purchases \$ 29.497.000 |
| Accredited Investors Non-accredited Investors | 228 | Dollar Amount of Purchases \$ 29,497,000 \$ 0 |
| Accredited Investors | 228 | Dollar Amount of Purchases \$ 29,497,000 \$ 0 |
| Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | Dollar Amount of Purchases \$ 29.497,000 \$ 0 \$ |
| Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A | | Dollar Amount of Purchases \$ |
| Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 | | Dollar Amount of Purchases \$ 29.497.000 \$ 0 \$ Dollar Amount Sold \$ |

| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution | | | | |
|--|---------------------------|-------------|--------------------|-----------------|
| of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. | | | | |
| If the amount of an expenditure is not known, furnish an estimate and check the box to | | | | |
| the left of the estimate. | | | | |
| Transfer Agent's Fees | A. | | | 0 |
| Printing and Engraving Costs | | [] | S | 0 |
| Legal Fees | | [] | \$ | 0 |
| Accounting Fees | | [] | | 0 |
| Engineering Fees | | [] | _ | 0 |
| Sales Commissions (specify finders' fees separately) | | ľ 1 | \$ | <u> 29,497*</u> |
| Other Expenses (identify) | | [] | \$ | 0 |
| Total | | () | \$ | 0 |
| * The purchasers paid a commission of \$1 per \$1,000 principal amount of Note LLC, the Issuers' broker-dealer affiliate. Because the commission was not an exincluded in the Total line above. | | | | |
| b. Enter the difference between the aggregate offering price given in response to Part C - total expenses furnished in response to Part C - Question 4.a. This difference is the "adjust proceeds to the issuer." | | nd. | \$_ | 29,497,000 |
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. | | | | |
| | Payments to | ٥ | | |
| | Officers, Directors, a | 6- ì | Dovense | ents To |
| | Affiliates | | Others | |
| Salaries and fees | []\$N | /A |]\$_ | N/A |
| Purchase of real estate | []\$ N | |]\$_ | |
| Purchase, rental or leasing and installation of machinery and equipment | []\$ <u>N</u> | | | |
| Construction or leasing of plant buildings and facilities | []\$ <u>N</u> | /A I | 1.\$ | N/A |
| Acquisition of other businesses (including the value of | L 1 4/ | <u></u> ' | , ,ı - | |
| securities involved in this offering that may be used in exchange for the assets or securities of another issuer | []\$ <u>N</u> | <u>/A</u> |] \$ | N/A |
| pursuant to a merger) | | | | |
| Repayment of indebtedness | []\$ <u>N</u> . | /A | []\$_ | N/A |
| Working capital | []\$ <u>N</u> | /A | []\$ | N/A |
| Other (specify): (Subordinated loans to Interactive Brokers Group LLC's broker-dealer subsidiaries) | []\$ <u>N</u> | <u>/A</u> | []\$_ | 29,497,000 |
| Column Totals | []\$N | <u>'A</u> | 1\$_ | N/A |
| Total Payments Listed (column totals added) | | | | 29,497,000 |
| | | | | |

| n | FEDER | ΔT | STON | JA | TT | TRE |
|---|-------|----|------|----|----|-----|
| | | | | | | |

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type) | Signature Date |
|--------------------------------|--|
| Interactive Brokers Group LLC | /hull August 3, 2004 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) |
| Bradford L. Jacobowitz | Associate General Counsel, Interactive Brokers Group LLC |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes | Nο |
|---|-----|-----|
| x. xx axy party determined in 1.1 Care in 2.2 Care in | [] | |
| | 4 3 | F 1 |

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | Signature Date | |
|--------------------------------|--|--|
| Interactive Brokers Group LLC | /h-What This August 3, 2004 | |
| Name of Signer (Print or Type) | Title of Signer (Print by Type) | |
| Bradford L. Jacobowitz | Associate General Counsel, Interactive Brokers Group LLC | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| in the same | | - | | | | | _ | | | | | |
|-------------|-----------------|-------------------------|----------|--------------|---------------------|------------|----|---------------|-------------------------------------|--------|----------|----------|
| 1 | 2 | | 3 4 | | | | | | 5 Disqualification | | | |
| } } | | | | | • | | | | | | | |
| | | | | | security | l | | | | | | State OE |
| | | i to sell | | | regate | | | - | | | | attach |
| 1 | | ccredited s in State | | | g price in state | | | | f investor and irchased in State | | | ation of |
| | | s in State | | | Item 1) | | | | t C-Item 2) | | | granted) |
| | (2.00.2 | | | | 101111) | | | (1 44 | | | (Part E | Item 1) |
| 1 1 | | | | | | Number of | l | | Number of | | | |
| J | 3/ | 3.7_ | • | | | Accredited | | A | Non-Accredited | | 1 | ., |
| State | Yes | No | <u> </u> | | 24.000 | Investors | Ļ | Amount | Investors | Amount | Yes | No |
| AL | | X | Debt | \$ | 24,000 | 1 | \$ | 24,000 | 0 | 0 | ļ | X |
| AK | | X | | | | | Ļ | - 444 44 | | | | |
| AZ | eranga arrat | X | Debt | \$1 | ,023,000 | 6 | 15 | 1,023,000 | 0 | 0 | | X |
| AR | · , | X | | | | | Ĺ, | ·· | | |] | |
| CA | | X | | | ,567,000 | 37 | | 4,567,000 | 0 | 0 | | X |
| CO | | X | Debt | \$ | 258,000 | 3 | \$ | 258,000 | 0 | 0 | 1 | X |
| cr | | X | Debt | \$ | 7 77, 000 | 10 | \$ | 777,000 | 0 | 0 | | X |
| DE | | X | | | | | | | | | | |
| DC | | X | Debt | \$ | 30,000 | 1 | \$ | 30,000 | 0 | 0 | | X |
| FL | | X | Debt | \$ 2 | ,439,000 | 15 | \$ | 2,439,000 | 0 | 0 | | X |
| GA | | X | Debt | \$ | 365,000 | 2 | \$ | 365,000 | 0 | 0 | | X |
| HI | | X | Debt | \$ | 425,000 | 4 | \$ | 425,000 | 0 | 0 | | X |
| ID | | X | Debt | \$_ | 43,000 | 1 | \$ | 43,000 | 0 | 0 | | X |
| IL. | | X | Debt | \$3 | ,799,000 | 26 | \$ | 3,799,000 | 0 | 0 | | X |
| IN | | X | Debt | \$ | 830,000 | 2 | \$ | 830,000 | 0 | 0 | | X |
| IA | | X | Debt | \$ | 50,000 | 2 | \$ | 50,000 | 0 | 0 | | X |
| KS | • N V | X | <u></u> | | | | _ | | | | | |
| KY | | X | 11.30 | | | | | | | | | |
| LA | | X | Debt | | 71,000 | 11 | \$ | 71,000 | 0 | 0 | <u></u> | X |
| ME | | X | Debt | \$ | 100,000 | 1 | \$ | 100,000 | 0 | 0 | | X |
| MD | | X | Debt | \$ | 20,000 | 1 | \$ | 20,000 | 0 | 0 | | X |
| MA | | X | Debt | \$ | 44,000 | 2 | \$ | 44,000 | 0 | 0 | | X |
| MI | | Х | Debt | \$ | 322,000 | 4 | \$ | 322,000 | 0 | 0 | | |
| MN | | X | Debt | \$ | 221,000 | 6 | \$ | 221,000 | 0 | 0 | | X |
| MS | | X | | u r. rel kom | | | | Sal J Sua was | | | | |

| 1 | Intend to non-a investor | l to sell ccredited s in State -Item 1) | and a offer offere | of security aggregate ing price and in state C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|-------|--------------------------------|--|--------------------------|--|--|----|-----------|--|--------------|--|-----|
| State | Yes | No | | | Number of Accredited Investors | | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| МО | | Х | Debt | \$ 261,000 | 3 | \$ | 261,000 | 0 | 0 | | X |
| MT | | X | | · | | | | í | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | |
| NE | - | Х | | | | | | | | | |
| NV | | X | Debt | \$1,187,000 | 4 | \$ | 1,187,000 | 0 | 0 | | X |
| NH | | X | | | | Ī | | | | | |
| NJ | | X | Debt | \$2,717,000 | 14 | \$ | 2,717,000 | 0 | 0 | I | X |
| NM | _ * | Х | Debt | \$ 100,000 | 2 | \$ | 100,000 | 0 | 0 | | X |
| NY | · | х | Debt \$ | 6,114,000 | 26 | \$ | 6,114,000 | 0 | 0 | | X |
| NC | | X | Debt | \$ 30,000 | 2 | \$ | 30,000 | 0 | 0 | | |
| ND | | X | | | | | | | | | |
| QH | | Х | Debt | \$ 103,000 | 3 | \$ | 103,000 | 0 | 0 | | X |
| OK | | Х | | | | | | | | | |
| OR | | X | Debt | \$ 115,000 | 4 | \$ | 115,000 | 0 | 0 | | X X |
| PA | | Х | Debt | \$ 704,000 | 9 | \$ | 704,000 | 0 | 0 |] | X |
| RI | | X | 1 | | | Ĭ. | | | | | |
| SC | | X | Debt | \$ 205,000 | 2 | \$ | 205,000 | 0 | 0 | | X |
| SD | | Х | Debt | \$ 27,000 | 1 | \$ | 27,000 | 0 | . 0 | | X |
| TN | | X | Debt | \$ 340,000 | 2 | \$ | 340,000 | 0 | 0 | | X |
| TX | | Х | Debt | \$ 793,000 | 12 | \$ | 793,000 | 0 | 0 | | X |
| UT | | Х | Debt | \$ 479,000 | 4 | \$ | 479,000 | 0 | 0 | | X |
| VT | | Х | Debt | \$ 68,000 | 2 | \$ | 68,000 | 0 | 0 | | X |
| VА | | x | Debt | \$ 265,000 | 4 | \$ | 265,000 | 0 | 0 | | X |
| WA | | X | Debt | \$ 531,000 | 7 | \$ | 531,000 | 0 | 0 | | X |
| wv | | х | | , , |]. | | | | | | |
| WI | | X | Debt | \$ 50,000 | 2 | \$ | 50,000 | 0 | 0 | | X |
| WY | | X | | | | Ι | | | | | |
| PR | | X | | | | | | | | | |

http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999